

Response to Matrix of Kenneth Wilson

October 22, 2002

Company	Date	Agreement	Relevant State(s)	On Qwest Web Site	Status of terms related to § 251(b) and (c)	Description of Terms and Status
Allegiance	12/24/01	Confidential Billing Settlement	CO, WA	No	Not in effect	The terms concerning the rate for DS/0 coordinated installation without testing were filed pursuant to Section 252 in an interconnection agreement amendment in Washington on 2/1/02 and approved on 2/27/02. The terms were filed for approval in Colorado on 3/26/02 and approved on 5/8/02. Moreover, the relevant rate was established by the 12/21/01 Colorado cost docket order (No. 99A-577-T) and subsequently reduced by the Commission on 4/17/02 (No. C-02-409). The new rate appears in Qwest's Colorado SGAT dated 8/12/02.
Alltel - Aliant Midwest	4/19/00	Confidential Billing Settlement Agreement	IA, NE	Yes	Filed	The bill and keep provision for all interconnection traffic was contained in interconnection agreement amendments filed with the Iowa Commission on 7/29/00 and the Nebraska Commission on 8/21/00.
Covad	4/19/00	Service Level Agreement Unbundled Loop Services	All, except ND	Yes	Filed	All terms have been filed for approval. This agreement was filed with the Iowa Commission on 3/11/02; with the Washington and Montana Commissions on 8/22/02; and with all other commissions in states in which Qwest has a Section 271 application pending on 8/21/02.
Electric Light Wave	12/30/99	Confidential Billing Settlement Agreement and Release	WA, ID, UT	No	Not in effect	Terms related to reciprocal compensation expired on 12/31/01. Factors related to reciprocal compensation expired and were superseded by a subsequent agreement.
Electric Light Wave	4/27/00	Confidential Billing Settlement Agreement	WA, ID, UT	No	N/A	This agreement was a settlement of a historical dispute. It contained no forward-looking terms and only backward-looking consideration.
Electric Light Wave	6/21/00	Amendment #1 to Confidential Settlement Agreement	WA, ID, UT	No	Not in effect	Matters related to interconnection rates and terms have expired by their terms and have been superseded as outlined in the 4/26/02 <i>Confidential Billing Settlement Agreement</i> described below in interconnection agreement amendments filed in Utah on 6/20/02 and 7/10/02, in Washington on 6/25/02 and 7/10/02, and in Idaho on 7/9/02.

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Electric Light Wave	7/19/01	Binding Letter Agreement	WA, ID, UT	No	Not in effect	The terms of this agreement were incorporated and superseded by the 4/26/2002 <i>Confidential Billing Settlement Agreement</i> discussed below.
Electric Light Wave	4/26/02	Confidential Billing Settlement Agreement	WA, ID, UT	No	Filed	<p>¶ 8 expressly states that the parties will file an interconnection agreement amendment in Utah and Washington (as well as Oregon) relating to the new agreement and incorporating the pricing appendices. This was done. An interconnection agreement amendment was filed on 7/10/02 with the Utah and Washington Commissions reflecting updated rates for interconnection and incorporating benchmark rates filed on 7/9/2002.</p> <p>¶ 11 contains an escalation process. This too was filed for approval with state commissions pursuant to Section 252. An interconnection agreement amendment was filed with the Idaho Commission on 7/09/02. An interconnection agreement containing escalation and dispute resolution terms was filed with the Utah Commission on 6/20/02 and approved on 8/13/02 to be effective 9/20/02. An interconnection agreement containing escalation and dispute resolution terms was filed with the Washington Commission on 6/25/02 and approved on 8/14/02.</p> <p>Those are the only going forward terms and conditions that relate Section 251(b) and (c).</p>
Ernest Comm.	9/17/01	Confidential Settlement and Agreement and Release	CO, WA	Yes	Filed	These terms related to UNE-P Payphone lines were filed in Colorado on 8/21/02 and in Washington on 8/22/02.
Eschelon	2/28/00	Confidential/Trade Secret Stipulation and	CO, ID, UT, WA	No	Filed; Not in effect	The Minnesota Commission identified the following provisions as relevant to § 251:

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		Agreement				<p>¶ 7 relates to reciprocal compensation. This term was superseded by a bill and keep amendment executed July 31, 2001 and filed with the Colorado, Idaho, Utah, and Washington Commissions.</p> <p>¶ 10 relates to the suspension of termination liability assessments (“TLAs”). This issue was limited to Minnesota and was superseded by an Order from the Minnesota Commission relating to TLAs.</p> <p>¶¶ 11-12 relate to a dedicated provisioning team. These terms were superseded by the <i>Trial Agreement</i> dated 5/1/2000, which itself was terminated by parties 6/15/02.</p> <p>¶ 14 contains a dispute resolution clause. This term was superseded by the escalation process letter dated 11/15/00, which itself was terminated by the Settlement Agreement dated 3/1/2002 (at ¶ 3(b)(3)).</p>
Eschelon	5/1/00	Trial Agreement	CO, ID, UT, WA	No	Not in effect	This agreement, including all provisions regarding an on-site provisioning team and ordering issues, terminated by its own terms May 1, 2001 – as Wilson agrees. However, this agreement was subsequently extended by the parties and ultimately terminated on June 15, 2002.
Eschelon	11/15/00	Feature Letter from Qwest	CO, ID, UT, WA	No	Not in effect	As Wilson agrees, this agreement, including terms related to the pricing for UNE-E features and use of AIN based features, was terminated by the March 1, 2002 Settlement Agreement (at ¶ 3(b)(1)).
Eschelon	11/15/00	Letter from Qwest Regarding Daily	CO, ID, UT, WA	No	Not in effect	As Wilson agrees, this agreement, including terms related to DUF issues, was terminated by the March 1,

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		Usage Information				2002 Settlement Agreement (at ¶ 3(d)) and the completion of the transfer to a mechanized process.
Eschelon	11/15/00	Confidential Agreement	CO, ID, UT, WA	No	Not in effect	As Wilson agrees, this agreement, including terms related to escalation processes, was terminated by the March 1, 2002 Settlement Agreement (at ¶ 3(b)(4)).
Eschelon	11/15/00	Confidential Amendment to Confidential Trade Secret Stipulation	CO, ID, UT, WA	No	Not in effect	As Wilson agrees, this agreement, including terms related to DUF issues and a consulting arrangement, was terminated by the March 1, 2002 Settlement Agreement (at ¶ 3(b)(5)).
Eschelon	3/1/01	Settlement Agreement	CO, ID, UT, WA	Yes	N/A	This entry on Wilson's matrix appears to be a misprint. Qwest believes this to be a reference to the March 1, 2002 Settlement Agreement discussed below.
Eschelon	3/19/01	Confidential Second Amendment to Confidential Trade Secret Stipulation	CO, ID, UT, WA	No	Not in effect	¶¶ 1, 4, and 5 – by their express terms – are a resolution of historical disputes with only backward-looking compensation. ¶ 6 relates to the negotiation of an implementation plan, which was entered into July 31, 2001, but itself was terminated by the March 1, 2002 Settlement Agreement (at ¶ 3(b)(8)).
Eschelon	7/3/01	Status of Switches Access Minute Reporting	CO, ID, UT, WA	No	Not in effect	As Wilson agrees, this agreement, including terms related to DUF issues, was terminated by the March 1, 2002 Settlement Agreement (at ¶ 3(b)(7)).
Eschelon	7/31/01	Implementation Plan	CO, ID, UT, WA	No	Not in effect	As Wilson agrees, this agreement, including terms related to escalation contact information and billing processes, was terminated by the March 1, 2002 Settlement Agreement (at ¶ 3(b)(8)).
Eschelon	2/22/02	Settlement Agreement Letter from Qwest	CO, ID, UT, WA	No	Not in effect	This is merely a proposal letter and not a final agreement. In any event, the terms of this letter were formalized and superseded by the March 1, 2002 Settlement Agreement discussed below.
Eschelon	3/1/02	Settlement Agreement	CO, ID, UT, WA	Yes	Filed; Not in effect	By its express terms, this agreement settled historical disputes between the parties.

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						<p>¶ 3(a) contains the consideration for the settlement.</p> <p>¶ 3(b) terminated pre-existing agreements as stated elsewhere in this matrix.</p> <p>¶ 3(c) contains an agreement to file an amendment to Eschelon's interconnection agreement relating to UNE-E. This amendment was filed for state commission approval in Colorado on 6/6/02, in Utah on 5/14/02, in Washington on 5/15/02, and in Idaho on 5/23/02.</p> <p>¶ 3(d) was terminated upon transition to a mechanized process, which has been fully completed.</p> <p>¶¶ 3(e) and 3(f) contain the only going-forward terms in the agreement. These provisions were filed with state commissions.</p> <p>¶ 3(g) concerns a transition to a mechanized billing process, which has been fully performed and completed.</p> <p>Finally, ¶ 3(h) (Eschelon's withdrawal of its escalation request) is not a going forward term.</p>
Fairpoint	9/4/01	Confidential Billing Settlement Agreement	WA	Yes	Filed	The escalation and dispute resolution procedures in ¶ 7 and Attachment A of this agreement were filed with the Washington Commission on 8/22/02. ¶ 6 is a settlement of a historical dispute with only backward-looking consideration. From the face of this document, it is evident there are no other going-forward terms.
Global Crossing	9/18/00	Settlement Agreement and Release	CO, WA	No	Not in effect	Provisions of this agreement reflecting terms and conditions of UNE combinations in Colorado and Washington were superseded by interconnection agreement amendments approved in Colorado on

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						<p>12/17/00 and in Washington on 11/13/00.</p> <p>¶ 6(a) and (b) is a resolution of a past dispute with backward looking consideration.</p> <p>Other issues relating to UNE-P conversions have been fully executed and are superseded and reflected in ¶ 2 of the 7/13/01 <i>Confidential Billing Settlement Agreement</i> with Global Crossing discussed below.</p>
Global Crossing	7/13/01	Confidential Billing Settlement Agreement	CO, NE, WA, UT	Yes	Filed	<p>¶ 1 is a resolution of a historical dispute with backward-looking consideration.</p> <p>¶ 2 concerns conversion to UNE-P or EEL and is the only going-forward term in the agreement. This provision was filed with the Colorado and Washington Commissions in August 2002. Qwest also filed this provision in Nebraska and Utah in August of 2002 because of the existence of underlying interconnection agreements in those states.</p>
GST	1/7/00	Confidential Billing Dispute Settlement Agreement and Release	ID, WA	No	Not in effect	<p>¶¶ 3.1, 3.2, and 3.3 concern the dismissal of pending proceedings and a settlement of a historical dispute for backward-looking consideration.</p> <p>Provisions related to reciprocal compensation expired by their own terms on 12/31/01. Provisions related to factors for reciprocal compensation expired by their own terms on 6/30/00.</p>
MCI WorldCom	11/30/00	Settlement Agreement	CO, NE, WA, UT, IA	No	N/A	Any Section 251 issues addressed in this agreement were settlements of historical disputes with payment of backward-looking consideration.
MCI WorldCom	12/14/00	Confidential Billing Settlement Agreement	CO, NE, WA, UT, IA	No	Filed; Not in effect	¶ 2(a) concerns either non-Section 251 toll matters or Section 251 matters that were superseded by the 6/29/01 <i>Confidential Billing Settlement Agreement</i> , and portions

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						<p>of which were filed with the applicable state commissions, and filed and approved interconnection agreement amendments, executed 6/29/01.</p> <p>All Section 251 issues in ¶ 2(b) were superseded by filed interconnection agreement amendments executed on 6/29/01.</p> <p>¶ 2(c) concerns local reciprocal compensation rate disputes and was superseded by the 6/29/01 <i>Confidential Billing Settlement Agreement</i> discussed below, portions of which were filed with the states and reflected in interconnection agreement amendments executed on 6/29/02 and filed with the applicable states.</p> <p>¶ 3 concerns the reservation of the parties' rights and the settlement of a historical dispute and was, in any event, superseded by a filed and approved interconnection agreement amendment related to reciprocal compensation.</p>
MCI WorldCom	6/29/01	Business Escalation Agreement	CO, NE, WA, UT, IA	Yes	Filed	This agreement was filed with the Colorado, Nebraska, Utah, and Washington Commission in August 2002 and with the Iowa Commission on July 29, 2002.
MCI WorldCom	6/29/01	Confidential Billing Settlement Agreement	CO, NE, WA, UT, IA	Yes	Filed; Not in effect	<p>¶ 1 is a settlement of a historical dispute.</p> <p>¶ 2 relates to unbundled network element combinations and has been superseded by filed and approved interconnection agreement amendments. An amendment was executed on 9/27/01 and filed with the Utah Commission. An amendment to the MCImetro interconnection agreement was filed with the Colorado Commission on 9/21/01. An amendment was filed with the Washington Commission on 10/12/01. In Iowa and</p>

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						<p>Nebraska, an amendment regarding unbundled network element combinations was not filed, because MCI opted into the AT&T interconnection agreement.</p> <p>¶ 3 is a settlement of historical dispute and pending litigation.</p> <p>¶ 4 is also a settlement of a historical dispute with only backward-looking consideration</p> <p>The terms related to reciprocal compensation in ¶ 5 are included in the interconnection agreement amendments executed on 6/29/01 and filed in Colorado, Nebraska, Utah, Washington, and Iowa.</p> <p>¶ 6 is a settlement of historical dispute.</p> <p>The portions of ¶ 7 reflecting going forward terms for the calculation of a relative use factor have been filed with the applicable states. The remainder of ¶ 7 either involved the settlement of historical disputes or the carrier-specific percentage, which would not be applicable to other carriers because that percentage is based upon carrier-specific usage.</p> <p>¶ 8 has been filed in Colorado, Nebraska, Utah, Washington, and Iowa in July and August 2002. In addition, the business escalation agreement (above) also dated 6/29/01, which was also filed in the states of Colorado, Nebraska, Utah, Washington, and Iowa, reflects a dispute resolution process discussed in this ¶ 8.</p>
McLeod	4/25/00	Confidential Settlement	All	No	Not in effect	This was a proposal letter that was formalized and superseded in its entirety by the <i>Confidential Billing</i>

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		Document: US West/Qwest Merger				<i>Settlement Agreement</i> with McLeod dated 4/28/00 (discussed below).
McLeod	4/28/00	Confidential Billing Settlement	All	Yes	Filed; Not in effect	<p>¶¶ 1 and 2(a) resolve past disputes regarding merger proceedings, an FCC complaint relating to subscriber list information charges, and Centrex service agreements. These provisions resolve past disputes, and the subject matters of these issues do not relate to services provided under Section 251(b) or (c).</p> <p>¶ 2(b) addresses two matters. First it says that the disputed amounts incurred up to March 31, 2000 are resolved and released, and McLeod will dismiss its complaint pending before the FCC regarding subscriber line charges. Second, this paragraph says that, on a going forward basis, McLeod will pay the subscriber list information rates as stated in this paragraph, <i>or</i> such other final rates as may be established by any cost docket proceedings or rates that the parties may negotiate. Although appearing to be a “going-forward” term, this provision does not fall within the filing requirement for two reasons. First, subscriber list information rates are provided pursuant to Section 222(e) of the Act, not Section 251, and this paragraph simply re-states the same rates listed in the FCC’s order addressing subscriber list information under Section 222(e). Second, the express language of the provision requires the parties to use the rates set for each state through cost setting proceedings; thus the state commissions’ settings of these rates apply and supersede the specific rates stated in this provision.</p> <p>¶ 2(c) provides that the parties will amend their existing interconnection agreements to change their reciprocal</p>

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						<p>compensation terms from a usage-based system to a “bill and keep” arrangement for local and internet-related traffic. The parties in fact amended their interconnection agreement as stated in this paragraph through an amendment filed with the applicable state commissions pursuant to Section 252(e). Amendments were filed with the following state commissions and subsequently approved: Colorado (approved 7/13/01); Idaho (approved 10/16/00); Iowa (approved 9/18/00); Montana (approved 4/30/01); North Dakota (approved 10/11/00); Nebraska (approved 9/29/00); Utah (approved 10/25/00); Washington (approved 12/13/00); and Wyoming (approved 6/21/01). Thus, ¶ 2(c) has been superseded and does not represent an ongoing obligation. The remainder of this paragraph addresses contingencies related to the closure, or non-closure, of the Qwest/U S WEST merger. However, the merger has closed, and thus these remaining provisions do not obligate the parties today.</p> <p>Qwest has identified and bracketed ¶ 2(d) for review and approval by applicable state commissions, except for the language referencing April 30, 2000.</p> <p>The final substantive paragraph is 2(e), which addresses Centrex Service Agreements, a retail offering, not a wholesale service provided under Section 251.</p>
McLeod	5/1/00	Confidential Settlement Agreement	All	Yes	Filed	<p>¶ 1 resolves a pending complaint before the Colorado Commission involving a customer located in Greeley Colorado. It therefore reflects the settlement of an historical dispute and Section 252 does not require its filing for approval.</p>

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						Indeed, the language of this contract suggests that it was intended to apply only to Colorado, but out of an abundance of caution, Qwest has provided the provisions containing more general language to other state commissions, in addition to Colorado, for their review and approval in August of 2002.
McLeod	9/29/00	Confidential Amendment to Confidential Billing Settlement Agreement	All	No	N/A	¶¶ 1 and 2 settle historical disputes with only backward-looking consideration.
McLeod	10/26/00	Confidential Amendment to Confidential Billing Settlement Agreement	All	No	N/A	¶¶ 1 and 2 settle a historical dispute and amend the backward-looking consideration contained in the 9/29/00 <i>Confidential Amendment to Confidential Billing Settlement Agreement</i> discussed above.
McLeod	10/26/00	Purchase Agreement	All	No	N/A	Volume purchase commitments do not reflect new terms and conditions related to 251 services. In any event, this agreement was terminated by the parties on 9/16/02. To the extent the agreement was amended to include a discount provisions, as found by the Minnesota Commission, such amendment was also terminated by the parties on 9/16/02.
McLeod	10/26/00	Confidential Agreement	All	Yes	Filed	<p>¶ 1 of this contract says, in short, that by November 15, 2000, the parties are to meet to discuss and thereafter develop an implementation plan to establish processes and procedures to implement the interconnection agreement. Further, the implementation plan is to be finalized by December 15, 2000.</p> <p>In fact, the November 15 and December 15, 2000 dates passed, the parties did not establish an implementation plan, and there is no subsequent contract or</p>

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						<p>documentation related to an implementation plan with McLeod. Further, to the best of Qwest's understanding, there are no previous unfiled agreements or contracts that address an implementation plan.</p> <p>This provision was not identified and bracketed for state commission approval because it does not reflect an on-going, prospective term that creates any obligations to the parties today, because all of the conduct contemplated by the provision would have been fully performed and completed by December 15, 2000.</p> <p>¶ 2 calls for quarterly meetings to resolve business issues and disputes, and ¶ 3 outlines procedures for the escalation of disputes. Qwest bracketed these paragraphs requesting applicable state commissions to approve them as amendments to the underlying interconnection agreement with McLeod and included them in its filings for approval in August 2002.</p>
McLeod	12/31/01	Confidential Billing Settlement Agreement (QC)	All	No	N/A	¶¶ 1 and 2 resolve and settle a past dispute and involve only backward-looking consideration.
NextLink	5/12/00	Confidential Billing Settlement	CO, UT, WA	No	Not in effect	<p>¶ 1 resolves market expansion line charges, interim number portability, terminating switched access charges, and 800 number originating and terminating records through a settlement involving backward-looking consideration. Therefore, this provision is a settlement of a historical dispute and all conditions have been fully performed.</p> <p>¶ 2, relating to reciprocal compensation, was superseded by interconnection agreement amendments executed by the parties in March 2002 and filed with and approved by</p>

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						<p>the Washington, Utah, and Colorado Commissions.</p> <p>In ¶ 3, regarding end user customer billing disputes, the parties resolve a past billing dispute through backward-looking consideration. The parties agree that NextLink will comply with established processes and standards; therefore no new terms or conditions of Qwest's Section 251 obligations are stated here.</p> <p>The first part of ¶ 4 is a settlement of a historical dispute regarding collocation and recurring and non-recurring charges. The second part of ¶ 4 addresses collocation terms for the state of Washington, and such terms were superseded by collocation orders and rates established by the Washington Commission (No. 003013 Part A Order (13th Supplemental Order), Jan. 31, 2001).</p> <p>¶ 5, relating to billing account numbers, is a settlement of a historical dispute.</p>
SBC	6/1/00	Letter regarding proposed settlement terms	CO, UT, WA	Yes	Filed	<p>The line sharing form attached to the SBC letter appears to have been a mistake in copying and stapling and not part of any contract with SBC. In any event, however, the line sharing form (unexecuted) is Qwest's "permanent line sharing agreement," and has been filed for state commission approval in Colorado, Idaho, Montana, and Wyoming.</p> <p>¶¶ 1 and 3 restate established pick and choose obligations under Section 252(i) and state commission rules or orders regarding opt-in rights and approvals of interconnection agreements. These paragraphs do not present any new terms or conditions under Section 251.</p>

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						<p>¶ 2, relating to a particular DS3 facility, has been fully performed and does not reflect any current obligations.</p> <p>¶ 4 has been identified and filed for approval in the relevant states on August 21 and August 22, 2002, as Wilson admits.</p>
Scindo	5/4/01	Confidential Settlement Agreement	CO	No	Not in effect	This agreement is terminated and has expired by virtue of Scindo's no longer being in existence. Accordingly, it does not contain any current obligations.
Scindo	8/10/01	Confidential Settlement Agreement	CO	No	Not in effect	This agreement is terminated and has expired by virtue of Scindo's no longer being in existence. Accordingly, it does not contain any current obligations.
Small CLECs	4/18/00	Confidential Stipulation for Toll Services and OSS	MN	No	N/A	This is a Minnesota only agreement and is the subject of proceedings before the Minnesota Commission. It does not involve services in any states that are the subject of this 271 filing and would not, in any event, be filed in any state other than Minnesota.
SunWest Communications	5/31/01	Settlement Agreement and Mutual Release	CO	Yes	Filed	<p>¶¶ 1, 2, 3(a) and 3(b) reflect the resolution of historical disputes and payment of backward-looking consideration.</p> <p>¶ 3(b) references and incorporates interconnection agreements and tariffs approved and on file with the Colorado Commission and does not reflect any new terms or conditions under Section 251.</p> <p>The only going-forward or current obligations reflected in ¶ 3(c) have been identified and bracketed for approval with the Colorado Commission. Qwest filed such provisions for approval on or about August 22, 2002.</p> <p>¶ 4 reflects a dismissal of past claims.</p>

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						The remaining terms do not relate to Section 251.
SunWest Communications	1/18/02	Confidential Billing Settlement Agreement	CO	Yes	Filed	<p>¶¶ 1 and 2(a)–(d) reflect the resolution of historical disputes and payment of backward-looking consideration.</p> <p>¶ 2(e) has been identified and filed with the Colorado Commission on or about August 22, 2002.</p> <p>There are no other terms or conditions relating to Section 251 in this agreement.</p>
Time Warner Telecom of Colorado, LLC	3/14/02	Confidential Billing Settlement Agreement	CO	No	Filed	All ongoing terms relating to Section 251 have been identified and filed for approval with the Colorado Commission on or about August 22, 2002.
XO	4/17/01	Amendment to Confidential Billing Settlement Agreement	CO, UT, WA	No	Not in effect	This agreement does not reflect any ongoing terms and was superseded by the 12/31/01 <i>Confidential Billing Settlement Agreement</i> discussed below.
XO	12/31/01	Confidential Billing Settlement Agreement	CO, UT, WA	Yes	Filed	<p>¶ 1 is a settlement of historical disputes including disputes arising out of the 5/12/00 <i>Confidential Billing Settlement Agreement</i> with NextLink and 4/17/01 <i>Amendment to Confidential Billing Settlement Agreement</i> with XO discussed above.</p> <p>¶ 2(a) and (b) reflect backward-looking consideration to resolve those disputes.</p> <p>¶ 2(c) contains terms and conditions for reciprocal compensation that were superseded and governed by filed and approved amendments to ICAs. These amendments, reflecting terms and conditions for local and ISP-bound traffic, were executed by the parties in March 2002 and filed with and approved by the Washington, Utah, and Colorado Commissions.</p>

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						<p>¶ 2(d) involves XO bills to QC for intrastate switched access, not a Section 251 ILEC obligation or service, and therefore does not involve the 252 filing requirement.</p> <p>¶ 2(e) relates to interstate tariffed services, not local Section 251 services.</p> <p>¶ 2(f) and (g) do not contain or concern terms related to Section 251.</p> <p>¶ 3's escalation procedures and Exhibit B to the agreement have been identified and filed for approval with the Colorado, Utah, and Washington Commissions, as Wilson agrees.</p> <p>The remainder of this agreement does not contain any ongoing terms related to Section 251.</p>